UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF RHODE ISLAND

1500 Mineral Spring Associates, LP, et al., Appellants	:	
vs.	:	C.A. Nos.: 04-496 T 05-09 T 05-10 T
Louis A. Gencarelli, Sr., Appellee	:	

Louis A. Gencarelli, Sr.'s Designation of Consolidated Record on Appeal

NOW COMES appellee Louis A. Gencarelli, Sr. ("Gencarelli"), by and through counsel, pursuant to that certain Stipulation entered into and executed by and between the parties, dated July 18, 2005, and hereby designates the following documents and/or items[1] for inclusion in the consolidated record on appeal in connection with the above-entitled pending appeals before this Court from the Bankruptcy Court:

1. Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtors Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-Up Fee, (C) Scheduling Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Debtor Louis A. Gencarelli, Sr. (03/11/04)
2. Motion for Authority for Order (A) Approving Sale of Debtor's Operating Business Assets and Related Real Estate pursuant to 11 U.S.C. §363, (B)

[1] Gencarelli accepts and adopts the consolidated record on appeal previously designated by appellants 1800 Smith Street Associates, LP and 1500 Mineral Spring Associates, LP, by and through their General Partner, Jason's Realty Corp. (the "Appellants' Designated Record"). In addition to the Appellants' Designated Record, Gencarelli hereby designates the within identified documents and/or items to also be included in the parties' consolidated record on appeal. This procedure was agreed-to by and between the parties, and memorialized in the form of an order entered by this Court on or about July 5, 2005.

Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases pursuant to 11 U.S.C. §365, (C) Establishing Bar date for Filing Rejection Claims, (D) Authorizing Bess Eaton to Obtain Secured Credit and Gencarelli to Guarantee Same and Affirming Gencarelli Guarantee of Payment to Bess Eaton Creditors pursuant to 11 U.S.C. § 364, (E) Exempting Transfers from Sales, Use, Transfer or Documentary Tax, (F) Waiving 10-Day Stay of Bankruptcy Rule 6004(g), and (G) Authorizing Payment of Secured Claims at Sale Closing Filed by Debtor Louis A. Gencarelli, Sr. (03/11/04)

3. Motion for 2004 Examination Filed by Creditor George Cioe. (03/12/04)
4. Motion to Compel Production of Documents and for Relief From Confidentiality Order Filed by George Cioe. (03/12/04)
5. Motion to File Affidavits Under Seal Filed by Creditor George Cioe (03/12/04)
6. Limited Objection to Asset Purchase Agreement Dated 02/27/04 Filed by Creditor R.W.D. Group, Inc. re: Motion for Authority Filed by Debtor Louis Gencarelli. (03/15/04)
7. Response Filed by Creditor George Cioe re: Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtors Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-Up Fee, (C) Scheduling a Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Debtor Louis A. Gencarelli, Sr. (03/15/04)
8. Transcript from Hearing Held re: Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtor's Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-up Fee, (C) Scheduling a Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Debtor Louis A. Gencarelli, Sr., Motion to Shorten Time Filed by Louis A. Gencarelli, Sr., Proposed Order and §105(d) hearing held. (03/16/04)

9. Notice of Intended Sale of Debtor's Operating Business Assets and Related Real Estate and Leasehold Interests of Gencarelli pursuant to Bankruptcy Code §363 to Tim Horton's (New England) in the Amount of $35,520,000.00. (03/17/04)

10. Order Granting Motion re: Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtor's Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-up Fee, (C) Scheduling Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon. (03/18/04)

11. Minutes of First Meeting Held and Adjourned re: Creditors (Chapter 11 and 12). (03/31/04)

12. Objection Filed by Interested Parties State of Rhode Island – Division of Taxation re: Motion for Authority for Order (A) Approving Sale of Debtors Operating Business Assets and Related Real Estate pursuant to 11 U.S.C. §363, (B) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and the Rejection of Certain Unexpired Leases pursuant to 11 U.S.C. §365, (C) Establishing Bar Date for Filing Rejection Claims, (D) Authorizing Bess Eaton to Obtain Secured Credit and Gencarelli to Guarantee Same and Affirming Gencarelli Guarantee of Payment to Bess Eaton creditors pursuant to 11 U.S.C. §364, (E) Exempting Transfers from Sales, Use, Transfer or Documentary Tax, (F) Waiving ten (10) day Stay of Bankruptcy Rule 6004 (g), and (G) Authorizing Payment of Secured Claims at Sale Closing Filed by Louis A. Gencarelli, Sr. (04/20/04)

13. Motion to Limit Allowance of Claims by 1500 Mineral Spring Associates, LP and 1800 Smith Street Associates, LP filed by Debtor Louis A. Gencarelli, Sr. (08/17/04)

14. Transcript of Hearing Held re: Motion to Limit Allowance of Claims by 1500 Mineral Spring Associates, LP and 1800 Smith Street Associates, LP filed by Debtor Louis A. Gencarelli, Sr. (09/22/04)

15. Addendum/Transcript Filed by Debtor Louis A. Gencarelli, Sr. re: Proposed Order After Hearing. (11/10/04)
16. Objection Filed by Debtor Louis A. Gencarelli, Sr. to Motion for Leave filed by Creditors 1800 Smith Street Associates, LP and 1500 Mineral Spring Associates, LP, by and through Their General Partner Jason's Realty Corp. (12/10/04)
17. Response Filed by Debtor Louis A. Gencarelli, Sr. to Objection Filed by Creditor 1500 Mineral Spring Associates, LP and 1800 Smith Street Associates, LP, by and through Their General Partner Jasons Realty Corp. re: Motion for Authority to Release a Portion of Excess Sale Proceeds Filed by Debtor Louis A. Gencarelli, Sr. (12/23/04)
18. Application to Pay Pre-Petition Payroll, Health Benefits, Health Cost Reimbursements and Other Employee Benefits to Honor Pre-Petition Vacation Benefits in the Ordinary Course of Business Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/01/04)
19. Transcript re: Hearing Held re: Application to Pay Pre-Petition Payroll, Health Benefits, Employee Cost Reimbursements and Other Employee Benefits and to Honor Pre-Petition Vacation Benefits in the Ordinary Course of Business Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/02/04)
20. Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtors Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363. (B) Approving Break-up Fee, (C) Scheduling Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/05/04)
21. Motion to Administratively Consolidate Lead Case 04-0630 with 04-10682 Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/08/04)

22. Motion for Authority for Order (A) Approving Sale of Debtors Operation Business Assets and Related Real Estate pursuant to 11 U.S.C. §363, (B) Authorizing Assumption and Assignment of Certain Executory Contracts and Unexpired Leases and Rejection of Certain Unexpired Leases pursuant to 11 U.S.C. §365, (C) Establishing Bar Date for Filing Rejection Claims, (D) Authorizing Bess Eaton to Obtain Secured Credit in Gencarelli to Guarantee same and Affirming Gencarelli Guaranty of Payment to Bess Eaton Creditors pursuant to 11 U.S.C. §364 (E) Exempting Transfers from Sales, Use, Transfer or Documentary Tax, (F) Waiving ten (10) day Stay of Bankruptcy Rule 6004 (g), and (G) Authorizing Payment of Secured Claims at Sale Closing Filed by Debtor Bess Eaton Flour Company, Inc. (03/08/04)
23. Notice of Appointment of Creditors' Committee. (03/08/04)
24. Motion for 2004 Examination Filed by Creditor George Cioe. (03/12/04)
25. Motion to Compel Production of Documents and for Relief from Confidentiality Order Filed by Creditor George Cioe. (03/12/04)
26. Motion to File Affidavits Under Seal Filed by Creditor George Cioe. (03/12/04)
27. Limited Objection to Asset Purchase Agreement Dated 2/27/04 Filed by Creditor R.D.W. Group, Inc. re: Motion for Authority Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/15/04)
28. Transcript of Hearing Held re: Motion to Consolidate Filed by Debtor Bess Eaton Donut Flour Company, Inc., Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtor's Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-up Fee, (C) Scheduling Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Bess Eaton Donut Flour Company, Inc., Motion to Shorten Time Filed by Bess Eaton Donut Flour Company, Inc., Proposed Order Filed by Debtor Bess Eaton Donut Flour Company, Inc., Motion to Extend Time Filed by

Debtor Bess Eaton Donut Flour Company, Inc., and all objections/responses. (03/16/04)

29. Amended Notice of Intended Sale of Debtor's Operating Business Assets and Related Real Estate and Leasehold Interests of Gencarelli pursuant to Bankruptcy Code §363 to Tim Horton's (New England) in the amount of $35,520,000.00 Filed by Debtor Bess Eaton Donut Flour Company, Inc. (03/18/04)

30. Order Granting Motion to Consolidate. (03/18/04)

31. Transcript of Bench Decision Rendered by Judge Votolato re: Motion for Order (A) Approving the Bid and Auction Procedures for Sale of Debtor's Operating Business Assets and Related Real Estate pursuant to Bankruptcy Code §363, (B) Approving Break-up Fee, (C) Scheduling Hearing re: Items (i) through (viii), and (D) Approving Form and Manner of Notice Thereon Filed by Debtor Bess Eaton Donut Flour Company, Inc.

Respectfully submitted,

Louis A. Gencarelli, Sr.

By his Attorneys,

[signature]

Christopher M. Mulhearn, Esq. (#5188)
Joseph P. Ferrucci, Esq. (#4231
Ferrucci Russo P.C.
55 Pine Street
Providence, RI 02903
Tel: (401) 455-1000
Fax: (401) 455-7778

August 3, 2005

Certification

I hereby certify that on this 3rd day of August, 2005, I served a true and accurate copy of the foregoing upon Robert D. Wieck, Esq., MacAdams & Wieck Incorporated, 101 Dyer Street, Providence, RI 02903, by first-class, postage prepaid mail.

Darlene Morris